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*Suzanne Henderson*

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

**FIRST AMENDMENT OF OIL, GAS AND MINERAL LEASE**

STATE OF TEXAS       §  
                                  §  
COUNTY OF TARRANT   §

WHEREAS, **Gary Ennis Kelly** ("Lessor") whose address is 2408 Red Maple Court, Arlington, Texas 76001, executed an Oil, Gas and Mineral Lease (the "Lease") dated December 7, 2007, which is recorded as Instrument No. D208020287 in the Official Records of Tarrant County, Texas, in favor of **XTO Energy Inc.** ("Lessee") covering the following land (the "Land"):

101.459 acres of land, more or less, located in the M. McElroy Survey, A-1065, the Jud Rowland Survey, A-1364 and the C.T. Stokes Survey, A-1803, Tarrant County, Texas, as more particularly described in the Lease.

WHEREAS, Lessor and Lessee desire to amend the Lease as set forth herein.

NOW, THEREFORE, for \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree that the Lease is hereby amended as follows:

Paragraph numbered 25 on Exhibit "A" to the Lease is deleted and replaced with the following:

"25. Lessee may pool all of the leased premises, but not less than all of the leased premises, into a pooled unit or units not to exceed the number of acres and the form allocated to each well for the proration unit for such well as established according to paragraph 15 above. Upon written request of the Lessor, Lessee shall provide Lessor a copy of any pooling agreement, unitization agreement and/or amendments to such agreements prepared or executed by Lessee which include any land covered by this lease, within 60 days of recordation or effective date of said pooling agreement, unit agreement or amendment."

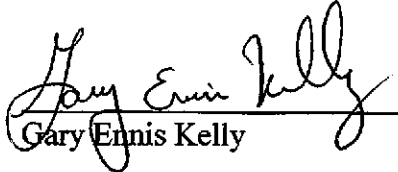
Lessor and Lessee hereby adopt, ratify and confirm the Lease as to all of the terms and provisions therein, as amended by this Amendment of Oil, Gas and Mineral Lease, and for the same consideration, Lessor does hereby lease, grant, demise and let the interest of Lessor in the

Land covered by the Lease, as amended by this Amendment of Oil, Gas and Mineral Lease, unto Lessee, and its successors and assigns, in accordance with all of the terms and provisions of the Lease, as amended by this Amendment of Oil, Gas and Mineral Lease.

Except as amended by this Amendment of Oil, Gas and Mineral Lease, the Lease is and remains in full force and effect as originally written.

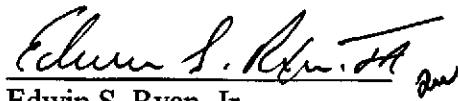
This Amendment of Oil, Gas and Mineral Lease is executed this 6<sup>th</sup> day of December, 2008.

LESSOR:

  
Gary Ennis Kelly

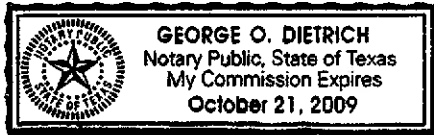
LESSEE:

XTO ENERGY INC.

  
Edwin S. Ryan, Jr.  
Senior Vice President – Land Administration

STATE OF TEXAS       §  
COUNTY OF TARRANT   §

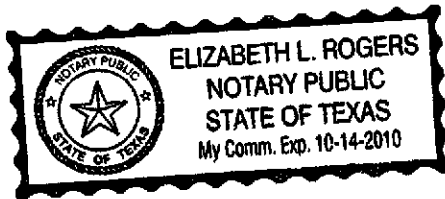
This instrument was acknowledged before me on this 6<sup>th</sup> day of December, 2008, by Gary Ennis Kelly.



G. O. Dietrich  
Notary Public, State of Texas

STATE OF TEXAS       §  
COUNTY OF TARRANT   §

This instrument was acknowledged before me on this 10<sup>th</sup> day of December, 2008, by Edwin S. Ryan, Jr., Senior Vice President - Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.



Elizabeth L. Rogers  
Notary Public, State of Texas